

**BY-LAWS
OF
EGCR SCHOLARSHIP FOUNDATION
(A Delaware Nonprofit Corporation)**

**ARTICLE I
PURPOSES AND LIMITATIONS**

Section 1. The nature of the business and the purposes to be conducted and promoted by the EGCR Scholarship Foundation (the "Foundation") shall be: (i) to promote and further educational activities by awarding scholarships to persons who have shown an interest in the natural gas and energy related industries and in the provision of related products and services to assist such persons in paying tuition to attend a college or technical school; (ii) to make charitable contributions and grants to nonprofit organizations exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the "IRC"), as well as governmental units and other nonprofit organizations, that promote and further the purposes described in this Section 1 above; and (iii) to exercise any other powers conferred upon nonprofit corporations organized pursuant to the provisions of the Delaware General Corporation Law as the same may be amended or supplemented.

Section 2. The Foundation is organized exclusively for charitable, educational, scientific and religious purposes, including, for such purposes, the making of distributions to organizations exempt from Federal income tax under IRC Section 501(c)(3).

Section 3. Notwithstanding any other provision of these By-laws, the Foundation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from Federal income tax under IRC Section 501(c)(3); or (ii) by a corporation contributions to which are deductible under IRC Section 170(c)(2).

Section 4. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 5. No part of the Foundation's assets or revenues shall inure to the benefit of any Member or be used for any purpose or object outside those permitted under IRC Section 501(c)(3).

**ARTICLE II
OFFICES**

Section 1. The Foundation's shall be have an office or offices at such other place or places either within or without the State of Delaware as the Board of Directors may from time to time determine.

**ARTICLE III
MEMBERS**

Section 1. Number and Election. There shall be two classes of Members: Class A Members shall be natural persons and Class B Members shall be all other legal persons who are not natural persons. Class A Members shall have one vote each on all matters submitted to the Members.

Class B Members shall not vote on any matter submitted to the Members. Except for voting the Class A and Class B Members shall have the same rights, privileges and powers. There shall be such number of Members as may be fixed by the Board of Directors from time to time, provided there shall never be less than five Class A Members. Members shall be appointed for a term of one year or until their respective successors are elected and have qualified.

Section 2. Effect Of Death, Resignation or Deprivation of Class A Membership. All the rights, powers and privileges of any Class A Member of the Foundation shall cease upon his or her death, disability or resignation or upon deprivation or suspension of his or her membership according to law.

Section 3. Annual Meeting. The Annual Meeting of Members shall be held at such date, time and place as shall be determined by a resolution passed by a majority of the Board of Directors and designated in a notice or waiver of notice of the meeting. At each Annual Meeting the Class A Members shall elect the Directors, and may transact such other business as may properly come before the meeting.

Section 4. Special Meetings. Special Meetings of the Members may be called at any time by the Secretary, or in his or her absence by an Assistant Secretary, upon written request (stating the purpose of the proposed meeting) signed by the President or at least one-third (1/3) of the Class A Members. Such Special Meetings shall be held at such place within or without the State of Delaware as may be designated in the notice or waiver of notice of such meeting.

Section 5. Notice of Meetings. The Secretary shall give to each Member not less than ten (10) days nor more than one hundred-eighty (180) days written notice of the time and place of the Annual Meeting and any Special Meeting. Notice in each case shall specify the time and place of the meeting, and in the case of a Special Meeting, the purpose or purposes thereof.

Section 6. Waiver of Notice. Any meeting of the Members, and any action otherwise properly taken thereat, shall be valid if notice of the time, place and purposes of such meeting shall be waived in writing (including facsimile, telegraph or e-mail) before, at or after such meeting by all Members to whom notices were not sent as provided in these By-laws. All such waivers of notice shall be made a part of the minutes of such meeting.

Section 7. Quorum. A majority of the total number of Class A Members shall constitute a quorum for the transaction of business at any meeting of the Members, but a smaller number may adjourn until such time as a quorum may be obtained.

Section 8. Voting and Action by a Majority Vote. Each Class A Member shall have one vote on all matters submitted to the Members for approval and one vote for each Director position on the Board of Directors. Except as otherwise provided by law or these By-laws, the act of a majority of the Class A Members present at any meeting at which a quorum is present shall be the act of the Members. A plurality of the votes cast for election of Directors shall determine who is elected, so that the nominee with the largest number of votes shall be the first Director elected, the nominee with the second highest number of votes shall be the second Director elected, etc. until sufficient Directors have been elected to fill all the vacant positions on the Board of Directors.

Section 9. Proxy Voting . Every Class A Member entitled to vote at a meeting of Members or to express consent without a meeting may authorize another person or persons to act for the Member by proxy. Every proxy shall be executed in writing by the Class A Member or the Member's agent, except that a proxy may be given by a Member or the agent by facsimile, telegram, e-mail or its equivalent. A proxy shall not be valid for more than 11 months unless a longer time is expressly

provided therein, but in no event shall a proxy be valid after three (3) years from the date of execution. A proxy shall be revocable at will. A proxy shall be revoked by the death or incapacity of the Member. The presence at any meeting of any Class A Member who has given a proxy shall not revoke the proxy unless the Member shall file written notice of revocation with the Secretary of the Corporation prior to the voting of the proxy. A person named in a proxy as the attorney or agent of a Class A Member may, if the proxy so provides, substitute another person to act in that person's place, including any other person named as an attorney or agent in the same proxy, provided any such substitution shall not be effective until an instrument effecting it is filed with the Secretary of the Corporation.

Section 10. Organization of Meetings. At each meeting of the Members, the Chairman shall act as Chairman of the meeting. The Secretary of the Foundation, or in his or her absence a person appointed by the Chairman of the meeting, shall act as Secretary of the meeting.

Section 11. Consent in Lieu of Meeting. Any other provisions of these By-laws to the contrary notwithstanding, any action required or permitted to be taken at any meeting of the Members may be taken without a meeting, if prior to such action a written consent thereto is signed by all Class A Members, and such written consent is filed with the Secretary and entered upon the records of the Foundation. Any action required or permitted to be taken at a meeting of Members, other than the annual election of Directors, may be taken without a meeting upon the written consent of Class A Members who would have been entitled to cast the minimum number of votes which would be necessary to authorize the action at a meeting at which all Class A Members were present and voting, if (1) the Foundation provides to all other Members advance notification setting forth the proposed action consented to, (2) the proposed action is not consummated before the expiration of 10 days from the giving of the notice (20 days from the giving of the notice in the case of any action relating to merger, consolidation or dissolution), and (3) the notice sets forth the existence of such 10-day or (20-day) period, as the case may be.

Section 12. Meeting by Means of Conference Telephone. Unless otherwise provided by the Certificate of Incorporation or these By-laws, Members may participate in a meeting of the Members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 12 shall constitute presence in person at such meeting.

Section 13. Resignation and Vacancies. Any Member may resign at any time by giving a written notice to the President, the Secretary, or the Board of Directors. Such resignation shall take effect at the time specified therein. If any Member should tender his, her or its resignation to take effect at a future time, the Directors shall have power to appoint, at any time, a successor to take office at such time as the resignation shall become effective. Any vacancy resulting from resignation or any other cause may be filled by the Directors at any duly constituted meeting thereof.

ARTICLE IV DIRECTORS

Section 1. Powers. All corporate powers shall be exercised by the Board of Directors, except as otherwise expressly provided by law or by the Certificate of Incorporation or by these By-laws. The Directors shall act only as a Board and the individual Directors shall have no power as such.

Section 2. Number and Qualification. There shall be such number of Directors, not less than three, as may be fixed by the Directors at the Annual Meeting thereof for the forthcoming year. Directors must be Class A Members of the Foundation.

Section 3. Term of Office. The term of office for each Director shall be one (1) year (or until the end of the term of his or her predecessor if he or she shall have been elected to succeed a person who shall not have completed his or her one-year term). Each Director shall continue in office until the Annual Meeting next following the expiration of his or her term and until his or her successor shall have been elected and shall qualify, or until his or her death, resignation or removal. When, for any reason, a person ceases to be a Class A Member, he or she shall also cease to be a Director.

Section 4. Resignation and Vacancies. Any Director may resign at any time by giving a written notice to the Chairman, the Secretary, or the Board of Directors. Such resignation shall take effect at the time specified therein. If any Director should tender his or her resignation to take effect at a future time, the Class A Members shall have power to elect, at any time, a successor to take office at such time as the resignation shall become effective. Any vacancy resulting from resignation or any other cause may be filled by the Class A Members at any duly constituted meeting thereof.

Section 5. Removal of a Director. Any Director may be removed from office as a Director by a vote of a majority of the Class A Members, in office at the time of such removal, taken at a duly constituted meeting of Members.

Section 6. Annual Meeting. The Annual Meeting of the Directors shall be held immediately after the Annual Meeting of Members. Special Meetings may be called at any time by the Secretary or, in his or her absence, by an Assistant Secretary, upon written request by the President, or by not less than one-third (1/3) of the Directors.

Section 7. Notice of Meetings. The Secretary shall give to each Director not less than ten (10) days written notice of the time and place of the Annual Meeting, and not less than five (5) days written notice of the time and place of Special Meetings. Notice in each case shall specify the time and place of the meeting, and in the case of a Special Meeting, the purpose or purposes thereof.

Section 8. Waiver of Notice. Any meeting of Directors, or any action otherwise properly taken thereat, shall be valid if notice of the time, place and purposes of such meeting shall be waived in writing (including facsimile, telegraph or e-mail), before, at or after such meeting by all Directors to whom timely notices were not sent as provided in the By-laws .

Section 9. Quorum. A majority of the total number of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a smaller number may adjourn until such time as a quorum may be obtained.

Section 10. Voting and Action by Majority Vote. Each Director shall be entitled to one vote on all matters submitted to the Board. Except as otherwise expressly required by law or by these By-laws , the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Proxies are not permitted.

Section 11. Organization of Meetings. At each meeting, the Chairman shall act as Chairman of the meeting. The Secretary of the Foundation, or in his or her absence a person appointed by the Chairman of the meeting, shall act as Secretary of the meeting.

Section 12. Consent in Lieu of Meeting. Any other provisions of these By-laws to the contrary notwithstanding, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or Directors, or all of the members of

such committee, as the case may be, and such written consent is filed with the Secretary and entered upon the records of the Foundation.

Section 13. Meeting by Means of Conference Telephone. Unless otherwise provided by the Certificate of Incorporation or these By-laws, Members of the Board of Directors, or any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this Section 15 shall constitute presence in person at such meeting.

Section 14. Compensation. The Directors shall receive no compensation for serving as Directors, but may be reimbursed for all out-of-pocket expenses duly incurred in attending meetings and otherwise in connection with the Foundation's affairs, upon submission of a statement to the Treasurer with supporting receipts, vouchers, etc.

ARTICLE V COMMITTEES

Section 1. Creation, Membership, Etc. The Board of Directors, by a resolution or resolutions passed by a majority of the whole Board, may designate from among its members one or more standing committees, which committees shall possess and exercise such power, duties and authority in the management of the business of the Foundation between meetings of the Board of Directors as the Board shall determine and set forth in such resolution or resolutions. Members of each standing committee shall be appointed annually to serve for one year or until their successors have been appointed. A majority of the members of each committee shall constitute a quorum for the transaction of business at any meeting thereof and, except as otherwise provided by law or the Certificate of Incorporation or these By-laws, the act of a majority of the members of each committee present at any meeting at which a quorum is present shall be the act of such committee. Each committee shall, to the extent not otherwise determined by the Board of Directors or provided in the Certificate of Incorporation or these By-laws, elect its own chairman and determine its own rules. Each committee shall submit to the Board of Directors at each meeting thereof a report of the actions, if any, which such committee may have taken since the previous meeting of the Board of Directors, which actions shall be subject to revision or alteration by the Board of Directors. The Board of Directors shall fill any and all vacancies on the standing committees and may, from time to time, appoint alternate members of such committees to serve in the temporary absence or disability of any member. Such designation of a member or such appointment of an alternate member may be terminated at any time, with or without cause, and any member or alternate member of such committee may be removed, with or without cause, at any time, by the Board of Directors.

Section 2. Prohibited Actions. Anything in Section 1 to the contrary notwithstanding, no committee shall have authority to authorize or take any of the following actions, all of which are reserved to the Board of Directors:

- (1) Make, alter or repeal any By-law of the Foundation;
- (2) Elect or appoint any Member or Director, or remove any officer, Director or Member;
- (3) Submit to Members any action that requires Members' approval; or
- (4) Amend or repeal any resolution previously adopted by the Board of Directors.

ARTICLE VI OFFICERS

Section 1. Number. The officers of the Foundation shall be a Chairman, one or more Vice Chairmen as the Board of Directors shall determine, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of Section 3 of this ARTICLE VI.

Section 2. Election, Term of Office and Qualifications. Each officer, except such officers as may be appointed in accordance with the provisions of Section 3 of this ARTICLE VI, shall be elected annually by the Board of Directors at the Annual Meeting, and each such officer shall hold office until the election and qualification of his or her successor or until his or her earlier death, resignation or removal. Any officer may occupy two or more offices at the same time except that no one shall at the same time occupy the offices of the Chairman and Secretary No officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 3. Election and Powers of Other Officers. The Board of Directors or the Executive Committee (if one shall be appointed) may elect other officers or agents including one or more Assistant Treasurers and one or more Assistant Secretaries, each of whom shall hold office for such period, have such powers and perform such duties as may be provided by these By-laws, or as the Board of Directors may determine.

Section 4. Removal. Any officer may be removed by the Board of Directors at any meeting thereof.

Section 5. Resignation. Any officer may resign by giving written notice to the Board of Directors, to the President, or to the Secretary. Such resignation shall take effect at the time specified therein.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, or any other cause may be filled for the unexpired portion of the term of that office by the Board of Directors.

Section 7. Compensation of Officers. The officers shall receive no compensation for serving as officers, but may be reimbursed for all out-of-pocket expenses duly incurred in attending meetings and otherwise in connection with the Foundation's affairs, upon submission of a statement to the Treasurer with supporting receipts, vouchers, etc.

Section 8. Chairman. The Chairman shall be the principal executive officer of the Foundation, and shall, subject to the direction and approval of the Board of Directors, supervise and control all of the business and affairs of the Foundation. He or she shall perform all duties specified in these By-laws, all duties incident to the office of the chief executive officer, and such other duties as the Board of Directors may from time to time determine. The Chairman shall be a member ex officio of all committees.

Section 9. Vice Chairman. The Board of Directors may from time to time elect a Vice Chairman who shall have such powers and shall perform such duties as the Board of Directors or the Chairman, may from time to time determine.

Section 10. Secretary. The Secretary shall record or cause to be recorded in books provided for the purpose all the proceedings of the meetings of the Foundation, including those of the Members, the Board of Directors, and all committees of which he or she shall be designated Secretary or of which a secretary shall not have been appointed; he or she shall see that all notices are duly given in accordance with the provisions of these By-laws and as required by law; he or she shall be custodian of the records (other than financial) and of the seal of the Foundation and see that the seal is affixed to all documents the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these By-laws; he or she shall see that the books, reports,

statements, certificate, and all other documents and records required by law are properly kept and filed; and in general, perform all duties incident to the office of Secretary and such other duties as the Board of Directors, or the Chairman may from time to time determine.

Section 11. Treasurer. The Treasurer shall be responsible for the receipt, custody, and disbursements of the Foundation's fund and other assets, shall administer the Foundation's insurance program, shall be responsible for the preparation and submission of reports required by taxing and other governmental authorities, and shall have charge of the investment of the Foundation's funds, subject to the direction or approval of the Board of Directors, or, if appointed, the Executive Committee or the Finance Committee. The funds, assets and records in the hands of the Treasurer shall at all times be subject to the inspection, supervision and control of the foregoing persons and committees. At the expiration of his or her term of office, the Treasurer shall turn over to his or her successor all such funds, assets and records. The Treasurer shall give such bond for the faithful discharge of his or her duties as the Board of Directors may require. In general, the Treasurer shall perform all duties incident to the office of Treasurer, and such other duties as any of the foregoing persons or committees may from time to time determine.

ARTICLE VII ADVISORY BOARD

Section 1. Creation, Membership, Etc. The Board of Directors, by a resolution or resolutions passed by a majority of the whole Board may create an Advisory Board, which Advisory Board shall possess and exercise such power, duties and authority as the Board shall determine and set forth in such resolution or resolutions. Members of the Advisory Board shall be appointed annually to serve for one year or until their successors have been appointed. A majority of the members of the Advisory Board shall constitute a quorum for the transaction of business at any meeting thereof and, except as otherwise provided by law or the Certificate of Incorporation or these By-laws, the act of a majority of the members of the Advisory Board present at any meeting at which a quorum is present shall be the act of the Advisory Board. The Advisory Board shall, to the extent not otherwise determined, by the Board of Directors or provided in the Certificate of Incorporation or these By-laws, elect its chairman and determine its own rules. The Advisory Board shall submit to the Board of Directors at each meeting thereof a report of the actions, if any, which the Advisory Board may have taken since the previous meeting of the Board of Directors. The Board of Directors shall fill any and all vacancies on the Advisory Board.

ARTICLE VIII MISCELLANEOUS

Section 1. Grants, Contracts, Etc., How Executed. The Board of Directors may authorize any officer or officers, agent or agents, to make, enter into, execute and deliver any grant, contract or other instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless authorized so to do by these By-laws or the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Foundation by any grant, contract or engagement, or to pledge its credit or to render it liable pecuniary for any purpose or in any amount.

Section 2. Checks, Drafts, Etc. All checks, drafts or other evidences of indebtedness issued in the name of the Foundation shall be signed or endorsed by such one or more officers, agents or employees of the Foundation as shall from time to time be determined by resolution of the Board of Directors, or, if appointed, the Executive Committee or the Finance Committee. Each of such officers or employees shall give such bond as the Board of Directors or such committees may require.

Section 3. Deposits. All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in such banks, trust companies, mutual funds, or other depositories as the Board of Directors, or, if appointed, the Executive Committee or the Finance Committee, may from time to time designate, or as may be designated by any officer, agent or employee of the Foundation to whom such power may be delegated by the Board of Directors or by either of such committees, and for the purpose of any such deposit, all checks, drafts, and other orders for the payment of money which are payable to the order of the Foundation may be endorsed, assigned and delivered by any officer of the Foundation authorized by, or in such other manner as may from time to time determined by resolution of, the Board of Directors or either of such committees.

Section 4. Indemnification. The Foundation shall, and hereby does, indemnify each of its present and former Directors and officers and agents and any other person who may serve or have served, against expenses actually and necessarily incurred by her or him in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been a Director, officer or agent of the Foundation, provided the Director, officer or agent acted in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Foundation, and provided further that if such indemnity is with respect to a criminal proceeding, the Director, officer or agent had no reasonable cause to believe the conduct was unlawful.

Section 5. Fiscal Year. The fiscal year of the Foundation shall commence on January 1 and end on December 31.

Section 6. Seal. The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall bear the full name of the Foundation and the year of its incorporation.

**ARTICLE IX
AMENDMENTS**

Section 1. Any of these By-laws may be amended or repealed and new By-laws made at any meeting of the Board of Directors or any meeting of the Members

CERTIFICATE OF IDENTIFICATION

The undersigned, being duly appointed as the Secretary of the Foundation by the action of the persons named to serve as the Directors of EGCR Scholarship Foundation, a Delaware nonprofit corporation, hereby certifies that the annexed By-laws constitute a true and complete copy of the By-laws adopted by the Directors.

WITNESS the signature of the undersigned and the corporate seal of said Corporation this ____ day of May 2009.

Joseph Reiheld, Secretary